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13 Attorneys for ZF in Liquidation, LLC fka Zacky Farms, LLC

14 UNITED STATES BANKRUPTCY COURT  
 15 EASTERN DISTRICT OF CALIFORNIA  
 16 SACRAMENTO DIVISION

17 In re:

CASE NO. 12-37961-B-11

18 ZF IN LIQUIDATION, LLC, a  
 19 California limited liability company  
 20 fka ZACKY FARMS, LLC, a  
 21 California limited liability  
 22 company,

DCN: FWP-104

Date: December 17, 2013  
 Time: 9:32 a.m.  
 Courtroom: 32  
 501 I Street, 6th Floor  
 Sacramento, CA

23 Debtor-In-Possession

24 **ORDER APPROVING COMPROMISE WITH FIRST AMERICAN TITLE  
 25 COMPANY**

26 The motion ("Motion") of Zacky Farms, LLC, a California limited liability company,  
 27 debtor in possession in the above-entitled bankruptcy case (the "Debtor"), seeking entry of an  
 28 order approving a compromise (the "Settlement") with First American Title Company (First  
 American"), came on for hearing on December 17, 2013, at 9:32 a.m., in Courtroom 32 of the  
 United States Bankruptcy Court for the Eastern District of California. Appearances were noted  
 on the record.

Based upon the Motion, the Declaration of Sean M. Harding in support of the Motion,  
 and any other relevant papers filed in connection with the Motion, arguments of counsel  
 appearing at the hearing on the Motion, and findings of fact and conclusions of law stated on the  
 record; the Court having found that due notice of the Motion was properly served on all parties

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December 20, 2013


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 EASTERN DISTRICT OF CALIFORNIA  
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1 and is sufficient under the circumstances and that no other or further notice need be provided;  
2 and the Court having determined that the relief sought in the Motion is in the best interests of the  
3 Debtor, its estate and all parties in interest, and for good and sufficient cause appearing,

4 IT IS HEREBY ORDERED THAT:

- 5 1. The Motion (docket no. 2368) is GRANTED to the extent set forth in this Order.  
6 2. The Debtor is authorized to enter into the Stipulated Dismissal attached as  
7 Exhibit A to this Order.  
8 3. The parties are authorized to take all actions reasonably necessary to carry out and  
9 implement the Stipulated Dismissal.

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12 Dated: January 07, 2014

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16 Thomas C. Holman  
17 United States Bankruptcy Judge  
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# **EXHIBIT A**

DONALD W. FITZGERALD, State Bar No. 095348  
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Attorneys for ZF in Liquidation, LLC fka Zacky Farms, LLC

**UNITED STATES BANKRUPTCY COURT**  
**EASTERN DISTRICT OF CALIFORNIA**  
**SACRAMENTO DIVISION**

In re:

CASE NO. 12-37961-B-11

ZF IN LIQUIDATION, LLC, a California  
 limited liability company fka ZACKY  
 FARMS, LLC, a California limited  
 liability company,

Chapter 11

Debtor-in-Possession.

Adversary Proceeding No. 13-02256

ZF IN LIQUIDATION, LLC, a California  
 limited liability company fka ZACKY  
 FARMS, LLC, a California limited  
 liability company,

**STIPULATION TO DISMISS  
 ADVERSARY PROCEEDING  
 (Defendant First American Title  
 Company)**

Plaintiff,

v.

IDAHO AVENUE LAND COMPANY,  
 a California general partnership, et al.,

Defendants.

Plaintiff ZF in Liquidation, LLC fka Zacky Farms, LLC, a California limited liability company, debtor in possession in the above-entitled bankruptcy case ("Plaintiff"), and Defendant First American Title Company ("First American"), by and through their respective counsel of record, enter into this Stipulation to Dismiss Adversary Proceeding with reference to the following facts.

A. On August 15, 2013, Plaintiff filed its Complaint for Cancellation of Instrument; to Quiet Title; for Declaratory Relief; and for Slander of Title (the “Complaint”) in connection with this adversary proceeding.

B. Plaintiff and First American wish to resolve Plaintiff’s claims against First American by stipulating to dismissal of the Complaint with prejudice as to First American, with each party to bear its own attorneys’ fees and costs.

NOW THEREFORE, Plaintiff and First American hereby stipulate and agree as follows:

1. Plaintiff and First American stipulate to dismissal of the Complaint with prejudice as to First American, with each party to bear its own attorneys' fees and costs.

2. Plaintiff and First American waive and release each other from damages of any kind or nature arising from or related to (a) the filing and/or prosecution or defense of the Complaint and/or (b) the facts alleged in the Complaint.

3. By executing this stipulation, counsel warrant that: (a) each has their client's authority to execute the same, and (b) this stipulation will not be effective, and the parties shall not file it in the adversary proceeding, prior to Court approval of the Debtor's Motion to Approve Compromise with First American Title Company (the "Compromise Motion"). The stipulation may be filed in the bankruptcy case in conjunction with the Compromise Motion.

Dated: December 2, 2013

FELDERSTEIN FITZGERALD  
WILLOUGHBY & PASCUZZI LLP


By:

Jennifer E. Niemann  
JENNIFER E. NIEMANN  
Attorneys for Plaintiff ZF in Liquidation, LLC fka  
Zacky Farms, LLC

Dated: December 2, 2013

LAW OFFICES OF GLENN H. WECHSLER

By:

  
LAWRENCE D. HARRIS  
Attorneys for Defendant First American Title  
Company